

LAW OFFICES OF RICHARD A. FOGEL, PLLC

2730 STEMMONS FREEWAY

SUITE 813

DALLAS, TEXAS 75207

(214)267-9110

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March 13, 2003

Secretary
Surface Transportation Board
1925 K Street, Room 704
Washington, D.C. 20036
Attention: Recordation

RECORDATION NO. 23867-E FILED

MAR 17 '03

3-00 PM

RE: Documents for Recordation
Trinity Industries Leasing Company
[B] Indenture Trust Supplement No. 3

SURFACE TRANSPORTATION BOARD

Dear Ladies and Gentlemen:

On behalf of Trinity Industries Leasing Company and in accordance with the provisions of Section 11303 of the Interstate Commerce Act, as revised, and Rules and Regulations of the Surface Transportation Board ("STB") thereunder, enclosed herewith for filing and recordation are the following documents:

1. Two (2) executed originals of Memorandum of [B] Trust Indenture Supplement No. 3, a primary document, dated as of March 10, 2003, between Trinity Industries Leasing Company (the "Company"), Trinity Industries, Inc. (the "Guarantor") and The Bank of New York, as Trustee (the "Trustee");
2. Two (2) executed originals of a Partial Release of Trust Indenture, a secondary document, dated March 10, 2003, between the Company, Guarantor and the Trustee.
3. Two (2) executed originals of a Memorandum of Leases, a primary document, dated March 10, 2003; and

The enclosed Memorandum of [B] Trust Indenture Supplement No. 3 and Memorandum of Leases referenced in paragraphs 1 and 2, above, relate to the [B] Trust Indenture and Security Agreement dated as of February 15, 2002 and that certain [B] Trust Indenture Supplement No. 1 dated as of February 15, 2002 among the Company, the Guarantor and the Trustee, which was filed and recorded under Recordation Nos. 23867 and 23865, respectively, on February 15, 2002.

The enclosed Partial Release of Trust Indenture referenced in paragraph 3, above, relates to various railcars and the lease thereof subject to the said [B] Trust Indenture and Security

Agreement that were released from the Trust Indenture and assigned by the said Trustee to the Company.

The address of Trinity Industries Leasing Company is 2525 Stemmons Freeway, Dallas, Texas 75207, and the address of the Trustee is 101 Barclay Street, 8th Floor, New York, New York 10286.

The railroad equipment covered by the Supplement to [B] Trust Indenture Supplement No. 3 is described in Exhibit A attached hereto. The foregoing railroad equipment consists solely of cars intended for use relating to interstate commerce.

Enclosed is our check in the amount of \$90.00 to cover the recordation fee.

You are hereby authorized to deliver any unneeded copies of the enclosed documents, with the filing date noted thereon, following recordation thereof, to the representative of Washington Service Bureau who is delivering this letter and said enclosures to you.

Very truly yours,

A handwritten signature in black ink, appearing to read "R. Fogel", with a long horizontal flourish extending to the right.

Richard A. Fogel

RAF/slg
encl.

cc: Lance Davis (w/o encl.)

TRINITY INDUSTRIES LEASING COMPANY
Series 2002 Pass Through Trust Certificates
Substitution Information

Pool B

Replacement Equipment

<u>Asset Mark</u>	<u>LesseeName</u>	<u>Rider</u>	<u>FMV</u>
TILX190415	TRANSPORTATION EQUIPMENT, INC.	1	42,413.70
TILX190416	TRANSPORTATION EQUIPMENT, INC.	1	42,413.70
TILX190418	TRANSPORTATION EQUIPMENT, INC.	1	42,413.70
TILX190419	TRANSPORTATION EQUIPMENT, INC.	1	42,413.70
TILX190420	TRANSPORTATION EQUIPMENT, INC.	1	42,413.70
TILX190421	TRANSPORTATION EQUIPMENT, INC.	1	42,413.70
TILX190427	TRANSPORTATION EQUIPMENT, INC.	1	42,413.70
TILX190428	TRANSPORTATION EQUIPMENT, INC.	1	42,413.70
TILX190430	TRANSPORTATION EQUIPMENT, INC.	1	42,413.70
TILX190431	TRANSPORTATION EQUIPMENT, INC.	1	42,413.70
TILX190435	TRANSPORTATION EQUIPMENT, INC.	1	42,413.70
TILX190437	TRANSPORTATION EQUIPMENT, INC.	1	42,413.70
TILX190438	TRANSPORTATION EQUIPMENT, INC.	1	42,413.70
TILX190440	TRANSPORTATION EQUIPMENT, INC.	1	42,413.70
TILX120006	NORFALCO LLC	1	35,345.01
TILX120007	NORFALCO LLC	1	35,345.01
TILX120008	NORFALCO LLC	1	35,345.01
TILX120009	NORFALCO LLC	1	35,345.01
TILX120010	NORFALCO LLC	1	35,345.01
TILX190163	FRONTIER OIL & REFINING	1	29,612.45
TILX190164	FRONTIER OIL & REFINING	1	29,612.45
TILX190165	FRONTIER OIL & REFINING	1	29,612.45
TILX190166	FRONTIER OIL & REFINING	1	29,612.45
TILX190167	FRONTIER OIL & REFINING	1	29,612.45
TILX220034	MARATHON ASHLAND	15	53,454.59
TILX220035	MARATHON ASHLAND	15	53,454.59
TILX220036	MARATHON ASHLAND	15	53,454.59
TILX220037	MARATHON ASHLAND	15	53,754.89
TILX220038	MARATHON ASHLAND	15	53,754.89
TILX220039	MARATHON ASHLAND	15	53,454.59

1,239,907.22

TRINITY INDUSTRIES LEASING COMPANY
Series 2002 Pass Through Trust Certificates
Substitution Information

Pool B

Replacement Equipment - Lessee Information

<u>Lessee Number</u>	<u>Rider</u>	<u>Units</u>
807	1	5
334	15	6
2490	1	5
7835	1	14

PARTIAL RELEASE OF TRUST INDENTURE

Reference is hereby made to that certain [B] Trust Indenture and Security Agreement dated February 15, 2002 (the "Trust Indenture") by and among Trinity Industries Leasing Company (the "Company"), Trinity Industries, Inc. (the "Guarantor") and The Bank of New York (the "Trustee") and the Memorandum of [B] Trust Indenture and Security Agreement and [B] Trust Indenture Supplement No. 1 dated February 15, 2002 by and among the Company, the Guarantor and the Trustee recorded on February 15, 2002 with the Surface Transportation Board at Recordation No. 23867 and with the Registrar General of Canada at 9:42 a.m. (the "Memorandum of Indenture"). All capitalized terms used herein but not defined here shall have the meanings ascribed thereto in the Trust Indenture.

KNOW ALL PERSONS BY THESE PRESENTS, that for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, and intending to be legally bound hereby, Trustee does hereby fully and finally release and discharge from the security interest and other encumbrances of the Trust Indenture the Equipment described on Exhibit A and the Leases described on Exhibit B attached hereto and made a part hereof. All other provisions of the Trust Indenture including the liens and encumbrances therein granted remain in full force and effect, except as amended hereby.


The Surface Transportation Board is hereby requested to note this Partial Release of Trust Indenture (the "Partial Release") upon the margin of the Memorandum of Indenture, as recorded.


This Partial Release may be executed in any number of counterparts, each of which when so executed and delivered shall be an original, but all such counterparts shall together constitute but one and the same instrument.

WITNESS the due execution hereof with the intent to be legally bound hereby the 10 day of March, 2003.

TRINITY INDUSTRIES LEASING
COMPANY

TRINITY INDUSTRIES, INC.

By: 
Name: Eric Marchetto
Its: Vice President

By: 
Name: Neil Shoop
Its: Treasurer

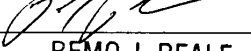
RECORDATION NO. 23867-E FILED

MAR 17 '03

3:00 PM

SURFACE TRANSPORTATION BOARD

THE BANK OF NEW YORK

By: 
Name: REMO J. REALE
Its: VICE PRESIDENT

ACKNOWLEDGMENT

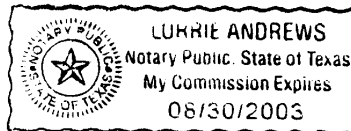
STATE OF TEXAS)
)
COUNTY OF DALLAS)

BEFORE ME, a notary public for the State of Texas, personally appeared Eric Marchetto, who upon his oath acknowledged himself to be a Vice President of Trinity Industries Leasing Company, a corporation, and that he is authorized to execute the foregoing Partial Release of Trust Indenture for the purposes therein contained, and that he executed the same in the name of the corporation and in the capacity stated.

WITNESS MY HAND and official seal this 10th day of March, 2003.



Notary Public, State of Texas

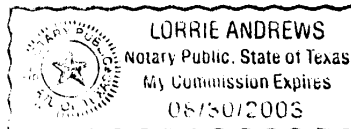
STATE OF TEXAS)
)
COUNTY OF DALLAS)



BEFORE ME, a notary public for the State of Texas, personally appeared Neil Shoop, who upon his oath acknowledged himself to be the Treasurer of Trinity Industries, Inc., a corporation, and that he is authorized to execute the foregoing Partial Release of Trust Indenture for the purposes therein contained, and that he executed the same in the name of the corporation and in the capacity stated.

WITNESS MY HAND and official seal this 10th day of March, 2003.



Notary Public, State of Texas



STATE OF NEW YORK)
)
COUNTY OF NEW YORK)

BEFORE ME, a notary public for the State of New York, personally appeared
REMO J. REALE, who upon his oath acknowledged himself to be a
VICE PRESIDENT of The Bank of New York, and that he is authorized to execute the foregoing
Partial Release of Trust Indenture for the purposes therein contained, and that he executed the
same in the name of the corporation and in the capacity stated.

WITNESS MY HAND and official seal this 13 day of March, 2003.



Notary Public, State of New York

Commission Expires: _____

WILLIAM J. CASSELS
Notary Public, State of New York
No. 01CA5027729
Qualified in Bronx County
Commission Expires May 18, 2006

TRINITY INDUSTRIES LEASING COMPANY
Series 2002 Pass Through Trust Certificates
Substitution Information

Pool B

Equipment to be removed

<u>ID</u>	<u>Asset Mark</u>	<u>LesseeName</u>	<u>Rider</u>	<u>FMV</u>
1	TILX620046	FORMOSA PLASTICS	5	49,900.67
2	TILX620051	FORMOSA PLASTICS	5	55,983.48
3	TILX620065	FORMOSA PLASTICS	5	55,983.48
4	TILX620066	FORMOSA PLASTICS	5	56,205.64
5	TILX620067	FORMOSA PLASTICS	5	55,983.48
6	TILX620093	FORMOSA PLASTICS	5	55,983.48
7	TILX620096	FORMOSA PLASTICS	5	56,205.64
8	TILX620098	FORMOSA PLASTICS	5	55,983.48
9	TILX620100	FORMOSA PLASTICS	5	56,205.64
10	TILX620101	FORMOSA PLASTICS	5	56,205.64
11	TILX620102	FORMOSA PLASTICS	5	56,205.64
12	TILX620103	FORMOSA PLASTICS	5	56,205.64
13	TILX620105	FORMOSA PLASTICS	5	56,205.64
14	TILX620107	FORMOSA PLASTICS	5	56,205.64
15	TILX620109	FORMOSA PLASTICS	5	56,427.79
16	TILX620112	FORMOSA PLASTICS	5	56,427.79
17	TILX620123	FORMOSA PLASTICS	5	58,205.05
18	TILX620124	FORMOSA PLASTICS	5	56,427.79
19	TILX620139	FORMOSA PLASTICS	5	56,427.79
20	TILX620140	FORMOSA PLASTICS	5	56,427.79
21	TILX620141	FORMOSA PLASTICS	5	56,205.64
22	TILX620146	FORMOSA PLASTICS	5	56,427.79

1,232,440.60

TRINITY INDUSTRIES LEASING COMPANY
Series 2002 Pass Through Trust Certificates
Substitution Information

Pool B

Released Equipment Lessee Information

<u>Lessee Number</u>	<u>Rider</u>	<u>Units</u>
2275	5	22